



CORPORATION SERVICE COMPANY

RECORDATION NO. 26610-C FILED

MAR 12 '07

4:18 PM

SURFACE TRANSPORTATION BOARD

March 8, 2007

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street NW Suite 70  
Washington, DC 20423  
202-565-1656

RE: 793027/010

Dear Barbara:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 03/23/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

Suncor Energy Marketing, Inc.  
2700, 112 4<sup>th</sup> Avenue SW  
Calgary, AB T2P2V5

**Lessor:**

CIT Financial (Alberta) ULC  
700-4<sup>th</sup> Avenue SW, Suite 1070  
Calgary, AB T2P3J4

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31<sup>st</sup> day of July, 2006, is made by CIT FINANCIAL (ALBERTA) ULC, an Alberta corporation, with an address at 700 - 4<sup>th</sup> Avenue SW, Suite 1070, Calgary, AB T2P 3J4 (the "Lessor"), and SUNCOR ENERGY MARKETING, INC., a Canadian corporation, with an address at 2700, 112 4th Ave. SW, Calgary, AB T2P 2V5 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of July 31, 2006 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on OCTOBER 10, 2006 and given Recordation Number 26610.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT FINANCIAL (ALBERTA) ULC

By: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SUNCOR ENERGY MARKETING, INC.

By: David Read  
Name: DAVID READ  
Title: Mgr. Supply & Distribution

# Schedule A

## Number of Cars

## Equipment Description

14 28,000 through 31,000 gallon capacity tank cars, non colled, non insulated

1	DCTX	29633
2	DCTX	29838
3	DCTX	29849
4	DCTX	29874
5	DCTX	29886
6	DCTX	29976
7	DCTX	130001
8	DCTX	130002
9	DCTX	130004
10	DCTX	130005
11	DCTX	130006
12	DCTX	130021
13	NCTX	29671
14	NCTX	29672